

Ray C. Schrock, P.C.
Stephen Karotkin
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re :
:
BREITBURN OPERATING LP, : **Chapter 11**
:
:
Debtor. : **Case No. 16-11385**
:
:
Fed. Tax Id. No. 11-3785529 :
-----X

:
In re :
:
BREITBURN OPERATING GP LLC, : **Chapter 11**
:
:
Debtor. : **Case No. 16-11389**
:
:
Fed. Tax Id. No. 11-3785525 :
-----X

:
In re :
:
BREITBURN ENERGY : **Chapter 11**
PARTNERS LP, : **Case No. 16-11390**
:
:
Debtor. :
:
:
Fed. Tax Id. No. 74-3169953 :
-----X

-----X
:
In re :
:
BREITBURN MANAGEMENT : **Chapter 11**
COMPANY LLC, : **Case No. 16-11391**
:
Debtor. :
:
Fed. Tax Id. No. 76-0822858 :
-----X

-----X
:
In re :
:
BREITBURN FINANCE : **Chapter 11**
CORPORATION, : **Case No. 16-11393**
:
Debtor. :
:
Fed. Tax Id. No. 27-0322548 :
-----X

-----X
:
In re :
:
BREITBURN GP LLC, : **Chapter 11**
:
Debtor. : **Case No. 16-11394**
:
Fed. Tax Id. No. 74-3169948 :
-----X

-----X
:
In re :
:
BREITBURN SAWTELLE LLC, : **Chapter 11**
:
Debtor. : **Case No. 16-11395**
:
Fed. Tax Id. No. 35-2417661 :
-----X

-----X
In re :
BREITBURN OKLAHOMA LLC, : Chapter 11
Debtor. : Case No. 16-11396
Fed. Tax Id. No. 46-3094714 :
-----X

In re :
PHOENIX PRODUCTION COMPANY, : Chapter 11
Debtor. : Case No. 16-11397
Fed. Tax Id. No. 83-0291427 :
-----X

In re :
QR ENERGY, LP, : Chapter 11
Debtor. : Case No. 16-11398
Fed. Tax Id. No. 90-0613069 :
-----X

In re :
QRE GP, LLC, : Chapter 11
Debtor. : Case No. 16-11399
Fed. Tax Id. No. 90-0612855 :
-----X

In re :
QRE OPERATING, LLC, : Chapter 11
Debtor. : Case No. 16-11400
Fed. Tax Id. No. 80-0659097 :
-----X

-----X
:
In re :
:
BREITBURN TRANSPETCO LP LLC, : **Chapter 11**
:
Debtor. : **Case No. 16-11401**
:
Fed. Tax Id. No. 20-2717188 :
-----X

-----X
:
In re :
:
BREITBURN TRANSPETCO GP LLC, : **Chapter 11**
:
Debtor. : **Case No. 16-11402**
:
Fed. Tax Id. No. 20-2717222 :
-----X

-----X
:
In re :
:
TRANSPETCO PIPELINE : **Chapter 11**
COMPANY, L.P., : **Case No. 16-11403**
:
Debtor. :
:
Fed. Tax Id. No. 72-1302620 :
-----X

-----X
:
In re :
:
TERRA ENERGY COMPANY LLC, : **Chapter 11**
:
Debtor. : **Case No. 16-11404**
:
Fed. Tax Id. No. 26-1389616 :
-----X

-----X
:
In re :
:
TERRA PIPELINE COMPANY LLC, : **Chapter 11**
:
:
Debtor. : **Case No. 16-11405**
:
:
Fed. Tax Id. No. 26-2033146 :
-----X

-----X
:
In re :
:
BREITBURN FLORIDA LLC, : **Chapter 11**
:
:
Debtor. : **Case No. 16-11406**
:
:
Fed. Tax Id. No. 26-0267424 :
-----X

-----X
:
In re :
:
MERCURY MICHIGAN : **Chapter 11**
COMPANY, LLC, : **Case No. 16-11407**
:
:
Debtor. :
:
:
Fed. Tax Id. No. 26-2033380 :
-----X

-----X
:
In re :
:
BEAVER CREEK PIPELINE, L.L.C., : **Chapter 11**
:
:
Debtor. : **Case No. 16-11408**
:
:
Fed. Tax Id. No. 74-2927887 :
-----X

-----X	:	
In re	:	
	:	Chapter 11
GTG PIPELINE LLC,	:	
	:	Case No. 16-11409
Debtor.	:	
	:	
Fed. Tax Id. No. 26-2033760	:	
-----X	:	

-----X	:	
In re	:	
	:	Chapter 11
ALAMITOS COMPANY,	:	
	:	Case No. 16-11410
Debtor.	:	
	:	
Fed. Tax Id. No. 33-0449156	:	
-----X	:	

**MOTION OF DEBTORS PURSUANT TO
FED R. BANKR. P. 1015(b) FOR ENTRY OF ORDER
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Breitbart Energy Partners LP and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (this “**Motion**”):

Background

1. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

2. Information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Declaration of James G. Jackson Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York and in Support of the Debtors' Chapter 11 Petitions and First Day Relief* (the "**Jackson Declaration**"), which has been filed with the Court contemporaneously herewith.

Jurisdiction

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

4. By this Motion, pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), the Debtors request joint administration of their chapter 11 cases for procedural purposes only.

5. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the "**Proposed Order**").

Joint Administration Is Warranted

6. Under section 105(a) of the Bankruptcy Code, "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Bankruptcy Rule 1015(b) provides, in relevant part, that "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). The Debtors are all "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Court is authorized to grant the relief requested.

7. As set forth in the Jackson Declaration, joint administration of these cases will save the Debtors and their estates substantial time and expense because it will remove the need to prepare, replicate, file, and serve duplicative notices, applications, and orders in each of the twenty-two (22) Debtor cases. Further, joint administration will relieve the Court of entering duplicative orders and maintaining duplicative files and dockets. The United States Trustee for Region 2 (the “**U.S. Trustee**”) and other parties in interest will similarly benefit from joint administration of these chapter 11 cases, sparing them the time and effort of reviewing duplicative pleadings and papers.

8. Joint administration will not adversely affect creditors’ rights because this Motion requests only the administrative consolidation of the estates for procedural purposes and does not seek substantive consolidation. As such, each creditor will continue holding its claim against a particular Debtor’s estate after this Motion is approved. Accordingly, the Debtors respectfully request that the Court modify the captions of these chapter 11 cases to reflect joint administration as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	
	:	Chapter 11
BREITBURN ENERGY	:	
PARTNERS LP, <i>et al.</i>,	:	Case No. 16-11390
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

9. The Debtors also seek the Court’s direction that a notation substantially similar to the following be entered on the docket in each of the above-captioned cases to reflect the joint administration of these cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Breitburn Energy Partners LP; Breitburn GP LLC; Breitburn Operating LP; Breitburn Operating GP LLC; Breitburn Management Company LLC; Breitburn Finance Corporation; Alamitos Company; Beaver Creek Pipeline, L.L.C.; Breitburn Florida LLC; Breitburn Oklahoma LLC; Breitburn Sawtelle LLC; Breitburn Transpetco GP LLC; Breitburn Transpetco LP LLC; GTG Pipeline LLC; Mercury Michigan Company, LLC; Phoenix Production Company; QR Energy, LP; QRE GP, LLC; QRE Operating, LLC; Terra Energy Company LLC; Terra Pipeline Company LLC; and Transpetco Pipeline Company, L.P. The docket in Case No. 16-[] () should be consulted for all matters affecting this case.

10. Finally, in connection with joint administration of these chapter 11 cases, the Debtors are seeking authority to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the *Executive Office of the U.S. Trustee* (revised November 27, 2013) on a consolidated basis.

11. Based on the foregoing, the relief requested is necessary and appropriate, is in the best interests of their estates and creditors, and should be granted in all respects.

Notice

12. Notice of this Motion has been provided to (i) the U.S. Trustee (Attn: Susan D. Golden, Esq. and Richard C. Morrissey, Esq.); (ii) the holders of the five (5) largest secured claims against the Debtors (on a consolidated basis); (iii) the holders of the twenty (20) largest unsecured claims against the Debtors (on a consolidated basis); (iv) Winston & Strawn LLP, as counsel to Wells Fargo Bank, National Association, administrative agent under (a) the proposed Debtor-in-Possession Credit Agreement and (b) that certain Third Amended and Restated Credit Agreement, dated as of November 19, 2014 (as amended); (v) Foley & Lardner LLP, as counsel to Delaware Trust Company, successor trustee under the indenture for the 9.25% Senior Secured Second Lien Notes due 2020; (vi) Kilpatrick, Townsend & Stockton LLP,

as counsel to Wilmington Trust Company, successor trustee under the indentures for the 8.625% Senior Notes due 2020 and the 7.875% Senior Notes due 2022; (vii) Kirkland & Ellis LLP, as counsel to certain holders of the 9.25% Senior Secured Second Lien Notes due 2020; (viii) Milbank, Tweed, Hadley & McCloy LLP, as counsel to certain holders of the 8.625% Senior Notes due 2020 and the 7.875% Senior Notes due 2022; (ix) the Securities and Exchange Commission; (x) the Internal Revenue Service; and (xi) counterparties to the Debtors' derivative contracts (collectively, the "**Notice Parties**"). The Debtors submit that, in view of the facts and circumstances, such notice to the Notice Parties is sufficient and no other or further notice need be provided.

13. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as is just.

Dated: May 15, 2016
New York, New York

/s/ Ray C. Schrock, P.C.
Ray C. Schrock, P.C.
Stephen Karotkin
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Proposed Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re :
:
BREITBURN OPERATING LP, : **Chapter 11**
:
:
Debtor. : **Case No. 16-11385**
:
:
Fed. Tax Id. No. 11-3785529 :
-----X

:
In re :
:
BREITBURN OPERATING GP LLC, : **Chapter 11**
:
:
Debtor. : **Case No. 16-11389**
:
:
Fed. Tax Id. No. 11-3785525 :
-----X

:
In re :
:
BREITBURN ENERGY : **Chapter 11**
PARTNERS LP, : **Case No. 16-11390**
:
:
Debtor. :
:
:
Fed. Tax Id. No. 74-3169953 :
-----X

:
In re :
:
BREITBURN MANAGEMENT : **Chapter 11**
COMPANY LLC, : **Case No. 16-11391**
:
:
Debtor. :
:
:
Fed. Tax Id. No. 76-0822858 :
-----X

-----X	:	
In re	:	
BREITBURN FINANCE CORPORATION,	:	Chapter 11
Debtor.	:	Case No. 16-11393
Fed. Tax Id. No. 27-0322548	:	
-----X	:	
In re	:	
BREITBURN GP LLC,	:	Chapter 11
Debtor.	:	Case No. 16-11394
Fed. Tax Id. No. 74-3169948	:	
-----X	:	
In re	:	
BREITBURN SAWTELLE LLC,	:	Chapter 11
Debtor.	:	Case No. 16-11395
Fed. Tax Id. No. 35-2417661	:	
-----X	:	
In re	:	
BREITBURN OKLAHOMA LLC,	:	Chapter 11
Debtor.	:	Case No. 16-11396
Fed. Tax Id. No. 46-3094714	:	
-----X	:	

-----X
:
In re :
:
PHOENIX PRODUCTION COMPANY, : **Chapter 11**
:
:
Debtor. : **Case No. 16-11397**
:
:
Fed. Tax Id. No. 83-0291427 :
-----X

-----X
:
In re :
:
QR ENERGY, LP, : **Chapter 11**
:
:
Debtor. : **Case No. 16-11398**
:
:
Fed. Tax Id. No. 90-0613069 :
-----X

-----X
:
In re :
:
QRE GP, LLC, : **Chapter 11**
:
:
Debtor. : **Case No. 16-11399**
:
:
Fed. Tax Id. No. 90-0612855 :
-----X

-----X
:
In re :
:
QRE OPERATING, LLC, : **Chapter 11**
:
:
Debtor. : **Case No. 16-11400**
:
:
Fed. Tax Id. No. 80-0659097 :
-----X

-----X
:
In re :
:
BREITBURN TRANSPETCO LP LLC, : **Chapter 11**
:
:
Debtor. : **Case No. 16-11401**
:
:
Fed. Tax Id. No. 20-2717188 :
-----X

-----X
In re :
BREITBURN TRANSPETCO GP LLC, : Chapter 11
Debtor. : Case No. 16-11402
Fed. Tax Id. No. 20-2717222 :
-----X

In re :
TRANSPETCO PIPELINE : Chapter 11
COMPANY, L.P., : Case No. 16-11403
Debtor. :
Fed. Tax Id. No. 72-1302620 :
-----X

In re :
TERRA ENERGY COMPANY LLC, : Chapter 11
Debtor. : Case No. 16-11404
Fed. Tax Id. No. 26-1389616 :
-----X

In re :
TERRA PIPELINE COMPANY LLC, : Chapter 11
Debtor. : Case No. 16-11405
Fed. Tax Id. No. 26-2033146 :
-----X

-----X
In re :
BREITBURN FLORIDA LLC, : Chapter 11
Debtor. : Case No. 16-11406
Fed. Tax Id. No. 26-0267424 :
-----X

In re :
MERCURY MICHIGAN : Chapter 11
COMPANY, LLC, : Case No. 16-11407
Debtor. :
Fed. Tax Id. No. 26-2033380 :
-----X

In re :
BEAVER CREEK PIPELINE, L.L.C., : Chapter 11
Fed. Tax Id. No. 74-2927887 : Case No. 16-11408
-----X

In re :
GTG PIPELINE LLC, : Chapter 11
Debtor. : Case No. 16-11409
Fed. Tax Id. No. 26-2033760 :
-----X

-----X	:	
	:	
In re	:	
	:	Chapter 11
ALAMITOS COMPANY,	:	
	:	Case No. 16-11410
Debtor.	:	
	:	
Fed. Tax Id. No. 33-0449156	:	
-----X	:	

ORDER PURSUANT TO FED. R. BANKR. P. 1015(b)
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

Upon the Motion, dated May 15, 2016 (the “**Motion**”),¹ of Breitburn Energy Partners, LP and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “**Debtors**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for an order directing joint administration of their chapter 11 cases, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and the Court having held hearings to consider the relief requested in the Motion (the “**Hearing**”); and upon the Jackson Declaration, filed contemporaneously with the Motion, the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the

¹ Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Motion.

relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted to the extent set forth herein; and it is further

ORDERED that the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 16-[_____] pursuant to Bankruptcy Rule 1015(b), and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases, and it is further

ORDERED that the caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	
	:	Chapter 11
BREITBURN ENERGY	:	
PARTNERS LP, <i>et al.</i>,	:	Case No. 16-11390
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

; and it is further

ORDERED that a docket entry shall be made in each of the above-captioned cases substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Breitburn Energy Partners LP; Breitburn GP LLC; Breitburn Operating LP; Breitburn Operating GP LLC; Breitburn Management Company LLC; Breitburn Finance Corporation; Alamitos Company; Beaver Creek Pipeline, L.L.C.; Breitburn Florida LLC; Breitburn Oklahoma LLC; Breitburn Sawtelle LLC; Breitburn Transpetco GP LLC; Breitburn Transpetco LP LLC; GTG Pipeline LLC; Mercury Michigan Company, LLC; Phoenix Production Company; QR Energy, LP; QRE GP, LLC; QRE Operating, LLC; Terra Energy Company LLC; Terra Pipeline Company LLC; and Transpetco Pipeline Company, L.P. The docket in Case No. 16-[] () should be consulted for all matters affecting this case.

; and it is further

ORDERED that the Debtors are authorized to take all action necessary to carry out this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: _____, 2016
New York, New York

UNITED STATES BANKRUPTCY JUDGE